

EXHIBIT 1

Affiliated Fund
All Value Fund
Developing Growth Fund
Growth Opportunities Fund
Large Cap Core Fund
Large Cap Growth Fund
Large Cap Value Fund
Mid Cap Value Fund
Small Cap Blend Fund
Small Cap Value Fund
Value Opportunities Fund
Alpha Strategy Fund
Diversified Equity Strategy Fund (formerly Income Strategy Fund)
Global Allocation Fund
International Core Equity Fund
America's Value Fund
Balanced Strategy Fund
Diversified Income Strategy Fund
Growth & Income Strategy Fund (formerly World Growth & Income Strategy Fund)
International Dividend Income Fund
Developing Local Markets Fund

EXHIBIT 2**Affiliated Fund****FEES AND EXPENSES**

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund.

Fee Table				
	Class A	Class B⁽¹⁾	Class C	Class P
Shareholder Fees (Fees paid directly from your investment)				
Maximum Sales Charge on Purchases (as a % of offering price)	5.75% ⁽²⁾	none	none	none
Maximum Deferred Sales Charge (See "Purchases") ⁽³⁾	none ⁽⁴⁾	5.00%	1.00% ⁽⁵⁾	none
Annual Fund Operating Expenses (Expenses deducted from Fund assets) (as a % of average net assets)				
Management Fees (See "Management")	0.30%	0.30%	0.30%	0.30%
Distribution and Service (12b-1) Fees ⁽⁶⁾	0.35%	1.00%	1.00%	0.45%
Other Expenses	0.17%	0.17%	0.17%	0.17%
Total Operating Expenses	0.82%	1.47%	1.47%	0.92%
<p>(1) Class B shares will automatically convert to Class A shares after the eighth anniversary of your purchase of Class B shares.</p> <p>(2) You may be able to reduce or eliminate the sales charge. See "Your Investment – Purchases."</p> <p>(3) The maximum contingent deferred sales charge ("CDSC") is a percentage of the lesser of the net asset value at the time of the redemption or the net asset value when the shares were originally purchased.</p> <p>(4) A CDSC of 1.00% may be assessed on certain redemptions of Class A shares made within 12 months following certain purchases made without a sales charge.</p> <p>(5) A CDSC of 1.00% may be assessed on Class C shares if they are redeemed before the first anniversary of their purchase.</p> <p>(6) Because 12b-1 fees are paid out on an ongoing basis, over time they will increase the cost of your investment and may cost you more than paying other types of sales charges.</p>				

Management Fees are payable to Lord, Abbett & Co. LLC ("Lord Abbett") for the Fund's investment management.

12b-1 Fees are fees incurred for activities that are primarily intended to result in the sale of Fund shares and service fees for shareholder account service and maintenance.

Other Expenses include fees paid for miscellaneous items such as shareholder services, professional services, administrative services provided by Lord Abbett, and fees to certain Financial Intermediaries for providing recordkeeping or other administrative services in connection with investments in the Fund.

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Affiliated Fund

Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. This example, like that in other funds' prospectuses, assumes that you invest \$10,000 in the Fund at the maximum sales charge, if any, for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year, that dividends and distributions are reinvested, and that the Fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs (including any applicable contingent deferred sales charges) would be:

Share Class	1 Year	3 Years	5 Years	10 Years
Class A Shares	\$654	\$822	\$1,004	\$1,530
Class B Shares	\$650	\$765	\$1,003	\$1,581
Class C Shares	\$250	\$465	\$ 803	\$1,757
Class P Shares	\$ 94	\$293	\$ 509	\$1,131

You would pay the following expenses if you did not redeem your shares:

	1 Year	3 Years	5 Years	10 Years
Class A Shares	\$654	\$822	\$1,004	\$1,530
Class B Shares	\$150	\$465	\$ 803	\$1,581
Class C Shares	\$150	\$465	\$ 803	\$1,757
Class P Shares	\$ 94	\$293	\$ 509	\$1,131

EXHIBIT 3

Mid Cap Value Fund

FEES AND EXPENSES

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund.

Fee Table

	Class A		Class B ⁽¹⁾		Class C	
Shareholder Fees (Fees paid directly from your investment)						
Maximum Sales Charge on Purchases (as a % of offering price)	5.75	% ⁽²⁾	none		none	
Maximum Deferred Sales Charge (See "Purchases") ⁽³⁾	none ⁽⁴⁾		5.00	%	1.00	% ⁽⁵⁾
Annual Fund Operating Expenses (Expenses deducted from Fund assets) (as a % of average net assets)						
Management Fees (See "Management")	0.51	%	0.51	%	0.51	%
Distribution and Service (12b-1) Fees ⁽⁶⁾	0.30	%	1.00	%	1.00	%
Other Expenses ⁽⁷⁾	0.24	%	0.24	%	0.24	%
Total Operating Expenses ⁽⁷⁾	1.05	%	1.75	%	1.75	%

EXAMPLE

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. This example, like that in other funds' prospectuses, assumes that you invest \$10,000 in the Fund at the maximum sales charge, if any, for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year, that dividends and distributions are reinvested, and that the Fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs (including any applicable contingent deferred sales charges) would be:

Share Class	1 Year	3 Years	5 Years	10 Years
Class A Shares	\$ 676	\$ 890	\$ 1,121	\$ 1,784
Class B Shares	\$ 678	\$ 851	\$ 1,149	\$ 1,878
Class C Shares	\$ 278	\$ 551	\$ 949	\$ 2,062
Class P Shares	\$ 122	\$ 381	\$ 660	\$ 1,455

You would pay the following expenses if you did not redeem your shares:

Class A Shares	\$ 676	\$ 890	\$ 1,121	\$ 1,784
Class B Shares	\$ 178	\$ 551	\$ 949	\$ 1,878
Class C Shares	\$ 178	\$ 551	\$ 949	\$ 2,062
Class P Shares	\$ 122	\$ 381	\$ 660	\$ 1,455

EXHIBIT 4**Implied Account Values and Expenses for Classes A, B, and C Shares of the
Lord Abbett Affiliated Fund Pursuant to the March 1, 2007 Prospectus**

End of Year	1	2	3	4	5	6	7	8	9	10*
Best Share	C	C	C	C	C	C	B/C	B/C	B	B
Worst Share	A	A	A	A	A	A	A	A	A	C
Class A										
Account Value,		\$10,22	\$10,64	\$11,08	\$11,54	\$12,02	\$12,52	\$13,04	\$13,58	\$14,14
Held or Redeemed	\$9,815	2	6	7	6	4	2	1	1	4
Total Expense	\$654	\$736	\$822	\$911	\$1,004	\$1,101	\$1,202	\$1,307	\$1,416	\$1,530
Class B										
Account Value,	\$10,34	\$10,70	\$11,07	\$11,45	\$11,85	\$12,26	\$12,69	\$13,13	\$13,67	\$14,24
Held	6	5	6	9	6	7	2	2	5	2
Total Expense,										
Held	\$150	\$305	\$465	\$632	\$803	\$981	\$1,165	\$1,355	\$1,465	\$1,581
Value, Redeemed		\$10,30	\$10,77	\$11,15	\$11,65	\$12,16	\$12,69	\$13,13	\$13,67	\$14,24
	\$9,846	5	6	9	6	7	2	2	5	2
Expense,										
Redeemed	\$650	\$705	\$765	\$932	\$1,003	\$1,081	\$1,165	\$1,355	\$1,465	\$1,581
Class C										
Account Value,	\$10,34	\$10,70	\$11,07	\$11,45	\$11,85	\$12,26	\$12,69	\$13,13	\$13,58	\$14,05
Held	6	5	6	9	6	7	2	2	6	7
Total Expense,										
Held	\$150	\$305	\$465	\$632	\$803	\$981	\$1,165	\$1,355	\$1,552	\$1,757
Value, Redeemed	\$10,24	\$10,70	\$11,07	\$11,45	\$11,85	\$12,26	\$12,69	\$13,13	\$13,58	\$14,05
	6	5	6	9	6	7	2	2	6	7
Expense,										
Redeemed	\$250	\$305	\$465	\$632	\$803	\$981	\$1,165	\$1,355	\$1,552	\$1,757

* Even if this chart were extended past ten years, in terms of highest account value, class A shares would never represent the Best Share for any holding period.

EXHIBIT 5**Implied Account Values and Expenses for Classes A, B, and C Shares of the
Lord Abbett Balanced Strategy Fund Pursuant to the April 1, 2007 Prospectus**

End of Year	1	2	3	4	5	6	7	8	9	10*
Best Share	C	C	C	C	C	C	B/C	B/C	B	B
Worst Share	A	A	A	A	A	A	A	A	A	C
Class A										
Account Value, Held or Redeemed	\$9,800	\$10,173	\$10,553	\$10,948	\$11,357	\$11,781	\$12,221	\$12,678	\$13,152	\$13,643
Total Expense	\$669	\$783	\$908	\$1,039	\$1,174	\$1,314	\$1,459	\$1,610	\$1,766	\$1,928
Class B										
Account Value, Held	\$10,330	\$10,654	\$10,980	\$11,316	\$11,663	\$12,020	\$12,388	\$12,767	\$13,244	\$13,739
Total Expense, Held	\$166	\$354	\$555	\$763	\$977	\$1,198	\$1,426	\$1,660	\$1,818	\$1,981
Value, Redeemed	\$9,830	\$10,254	\$10,680	\$11,016	\$11,463	\$11,920	\$12,388	\$12,767	\$13,244	\$13,739
Expense, Redeemed	\$666	\$754	\$855	\$1,063	\$1,177	\$1,298	\$1,426	\$1,660	\$1,818	\$1,981
Class C										
Account Value, Held	\$10,330	\$10,654	\$10,980	\$11,316	\$11,663	\$12,020	\$12,388	\$12,767	\$13,152	\$13,560
Total Expense, Held	\$166	\$354	\$555	\$763	\$977	\$1,198	\$1,426	\$1,660	\$1,902	\$2,151
Value, Redeemed	\$10,230	\$10,654	\$10,980	\$11,316	\$11,663	\$12,020	\$12,388	\$12,767	\$13,152	\$13,560
Expense, Redeemed	\$266	\$354	\$555	\$763	\$977	\$1,198	\$1,426	\$1,660	\$1,902	\$2,151

* Even if this chart were extended past ten years, in terms of highest account value, class A shares would never represent the Best Share for any holding period.

EXHIBIT 6

Operating Expenses			
AllianceBernstein Growth Fund	Class A	Class B	Class C
Management Fees	.75%	.75%	.75%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.33%	.39%	.35%
Other Expenses	.08%	.08%	.08%
Total Other Expenses	.41%	.47%	.43%
Total Fund Operating Expenses (a)	1.46%	2.22%	2.18%

Examples					
	Class A	Class B+	Class B++	Class C+	Class C++
After 1 year	\$ 567	\$ 625	\$ 225	\$ 321	\$ 221
After 3 years	\$ 867	\$ 894	\$ 694	\$ 682	\$ 682
After 5 years	\$1,189	\$1,190	\$1,190	\$1,169	\$1,169
After 10 years	\$2,097	\$2,363	\$2,363	\$2,513	\$2,513

- + Assumes redemption at the end of period and, with respect to shares held for 10 years, conversion of Class B shares to Class A shares after eight years.
- ++ Assumes no redemption at end of period and, with respect to shares held for 10 years, conversion of Class B shares to Class A shares after eight years.

EXHIBIT 7**Implied Account Values and Expenses for Class A, B, and C Shares of the
Alliance Bernstein Growth Fund Pursuant to the November 1, 2006 Prospectus**

End of Year	1	2	3	4	5	6	7	8	9	10*
Best Share	C	C	C	C	C	C	A	A	A	A
Worst Share	B	B	B	B	B	B	B	B	C	C
Class A										
Account Value, Held or Redeemed	\$9,908	\$10,252	\$10,608	\$10,977	\$11,359	\$11,753	\$12,162	\$12,585	\$13,022	\$13,475
Total Expense	\$567	\$715	\$867	\$1,025	\$1,189	\$1,358	\$1,532	\$1,713	\$1,901	\$2,094
Class B										
Account Value, Held	\$10,269	\$10,545	\$10,829	\$11,121	\$11,420	\$11,727	\$12,043	\$12,367	\$12,797	\$13,241
Total Expense, Held	\$225	\$457	\$694	\$939	\$1,189	\$1,446	\$1,711	\$1,982	\$2,166	\$2,357
Value, Redeemed	\$9,869	\$10,245	\$10,629	\$11,021	\$11,420	\$11,727	\$12,043	\$12,367	\$12,797	\$13,241
Expense, Redeemed	\$624	\$757	\$894	\$1,039	\$1,189	\$1,446	\$1,711	\$1,982	\$2,166	\$2,357
Class C										
Account Value, Held	\$10,273	\$10,554	\$10,842	\$11,138	\$11,442	\$11,755	\$12,076	\$12,406	\$12,745	\$13,093
Total Expense, Held	\$221	\$449	\$683	\$923	\$1,169	\$1,423	\$1,683	\$1,950	\$2,225	\$2,507
Value, Redeemed	\$10,173	\$10,554	\$10,842	\$11,138	\$11,442	\$11,755	\$12,076	\$12,406	\$2,744	\$13,092
Expense, Redeemed	\$321	\$449	\$683	\$923	\$1,169	\$1,423	\$1,683	\$1,951	\$2,225	\$2,508

* This table shows that class A shares had the highest account value out of A, B and C shares after six years. Thus, the fees and expenses section of the Alliance Bernstein Growth Fund prospectus properly implies that, over the long-term, class A shares are the least expensive and represent the best investment, in terms of account value, for trades under \$50,000.

EXHIBIT 8

PAYMENTS TO FINANCIAL ADVISORS AND THEIR FIRMS

Financial intermediaries market and sell shares of the Funds. These financial intermediaries employ financial advisors and receive compensation for selling shares of the Funds. This compensation is paid from various sources, including any sales charge, CDSC and/or Rule 12b-1 fee that you or the Funds may pay. Your individual financial advisor may receive some or all of the amounts paid to the financial intermediary that employs him or her.

What is a Financial Intermediary?

A financial intermediary is a firm that receives compensation for selling shares of the Funds offered in this Prospectus and/or provides services to the Funds' shareholders. Financial intermediaries may include, among others, your broker, your financial planner or advisor, banks and insurance companies. Financial intermediaries employ financial advisors who deal with you and other investors on an individual basis.

In the case of Class A shares, all or a portion of the initial sales charge that you pay may be paid by ABI to financial intermediaries selling Class A shares. ABI may also pay these financial intermediaries a fee of up to 1% on purchases of \$1,000,000 or more or for AllianceBernstein Link, AllianceBernstein SIMPLE IRA plans with more than \$250,000 in assets or for purchases made by certain other retirement plans. Additionally, up to 100% of the Rule 12b-1 fees applicable to Class A shares each year may be paid to financial intermediaries, including your financial intermediary, that sell Class A shares.

In the case of Class B shares, ABI may pay, at the time of your purchase, a commission to financial intermediaries selling Class B shares in an amount equal to 4% of your investment. Additionally, up to 30% of the Rule 12b-1 fees applicable to Class B shares each year may be paid to financial intermediaries, including your financial intermediary, that sell Class B shares.

In the case of Class C shares, ABI may pay, at the time of your purchase, a commission to firms selling Class C shares in an amount equal to 1% of your investment. Additionally, up to 100% of the Rule 12b-1 fee applicable to Class C shares each year may be paid to financial intermediaries, including your financial intermediary, that sell Class C shares.

In the case of Advisor Class shares, your financial advisor may charge ongoing fees or transactional fees.

Your financial advisor's firm receives compensation from the Funds, ABI and/or the Adviser in several ways from various sources, which include some or all of the following:

- upfront sales commissions
- 12b-1 fees
- additional distribution support
- defrayal of costs for educational seminars and training
- payments related to providing shareholder record-keeping and/or transfer agency services

Please read the Prospectus carefully for information on this compensation.

EXHIBIT 9**Affiliated Fund**

The after-tax returns of Class A shares included in the table below are calculated using the historical highest individual federal marginal income tax rates, and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. The after-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts. After-tax returns for Class B, Class C, and Class P shares are not shown in the table and will vary from those shown for Class A shares.

Average Annual Total Returns Through December 31, 2006				
Share Class	1 Year	5 Years	10 Years	Life of Fund⁽¹⁾
Class A Shares				
Return Before Taxes	10.82%	6.50%	9.30%	—
Return After Taxes on Distributions	9.12%	5.25%	6.89%	—
Return After Taxes on Distributions and Sale of Fund Shares	8.19%	5.06%	6.71%	—
Class B Shares	12.84%	6.94%	9.22%	—
Class C Shares	16.82%	7.13%	9.21%	—
Class P Shares	17.44%	7.67%	—	8.32% ⁽³⁾
S&P 500 [®] Index ⁽²⁾ (reflects no deduction for fees, expenses, or taxes)	15.80%	6.19%	8.42%	6.20% ⁽³⁾
S&P 500/Citigroup Value Index ⁽²⁾ (reflects no deduction for fees, expenses, or taxes)	20.80%	9.06%	9.28%	7.47% ⁽³⁾
Russell 1000 [®] Value Index ⁽²⁾ (reflects no deduction for fees, expenses, or taxes)	22.25%	10.86%	11.00%	8.97% ⁽³⁾
(1) The date of inception for Class P shares is 11/24/97.				
(2) The performance of the unmanaged indices is not necessarily representative of the Fund's performance.				
(3) Represents total returns for the period 11/24/97 – 12/31/06, to correspond with the Class P period shown.				